

CONSTANTINE | CANNON

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NEW YORK | WASHINGTON

March 27, 2009

BY HAND DELIVERY AND BY ECF

The Honorable John Gleeson
United States District Court Judge
for the Eastern District of New York
225 Cadman Plaza East
Brooklyn, New York 11201

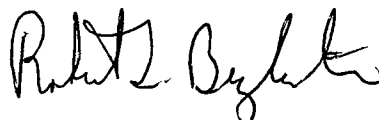
Re: **Visa Check/MasterMoney Antitrust Litigation, (CV-96-5238)(JG)**

Dear Judge Gleeson:

Lead Counsel is writing with regard to the schedule set forth in Your Honor's March 6, 2009 Order to Show Cause (the "March 6 Order") in connection with Lead Counsel's Motion to Approve the Securitization of the MasterCard Settlement Account Payments (the "Securitization Motion"). See the March 6 Order enclosed. As Your Honor is aware, the Report of the Independent Expert concerning the advisability of the proposed securitization was not filed with the Court until today, which is also the day that objections to the proposed securitization are due under the March 6 Order. Lead Counsel has already added links to the case website and Lead Counsel's website directing Class Members to the Independent Expert's Report, and Spanish language links are forthcoming. However, because Class Members will not have had any significant opportunity to review the Independent Expert's Report prior to submitting objections, Lead Counsel believes an adjournment of the briefing schedule and hearing on the Securitization Motion is appropriate.

Accordingly, we respectfully request that the March 6 Order be amended such that any objections to the Securitization Motion be filed on or before April 13, 2009, and that the due date for Lead Counsel's reply papers be adjourned from April 13 to on or before April 20, 2009. Subject to the convenience of the Court, Lead Counsel also respectfully suggests that the hearing on this motion be adjourned from April 20 to April 27, 2009, or thereafter.

Respectfully submitted,



Robert L. Begleiter

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Enclosure

cc: Robin Wilcox, Esq.
Special Master

George Sampson, Esq.
Co-Lead Counsel

Joseph Tringali
Counsel for Defendant MasterCard International Inc.

Robert Mason
Counsel for Defendant Visa U.S.A. Incorporated

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

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IN RE

ORDER TO SHOW CAUSE

VISA CHECK/MASTERMONEY ANTITRUST
LITIGATION

MASTER FILE NO.
96-CV-5238 (JG) (JO)

----- X
This Document Relates to
All Actions

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Upon the Memorandum in Support of Lead Counsel's Motion to Approve the Securitization of the MasterCard Settlement Account Payments ("Memorandum"), the accompanying declarations of Robert L. Begleiter, Esq., dated March 5, 2009 ("Begleiter Declaration"), Joshua J. Slovik, dated March 4, 2009, and Neil L. Zola, dated October 6, 2008, attachments to those declarations, and all prior papers and proceedings herein, it is hereby

ORDERED that any objectors to the Securitization (as set forth in the Memorandum and the Begleiter Declaration) shall show cause before the Honorable John Gleeson, United States District Judge for the Eastern District of New York, on April 20, 2009 at 12:45 P.M., in Courtroom 6C South of 225 Cadman Plaza East, Brooklyn, NY 11201, why the motion to permit the Securitization should not be granted and why the Proposed Order (annexed to the Begleiter Declaration as Exhibit N) authorizing Constantine Cannon LLP and Hagens Berman Sobol Shapiro LLP ("Lead Counsel") to complete the Securitization should not issue;

FURTHER ORDERED that any objections to the motion must be filed with this Court by no later than March 27, 2009, and that Lead Counsel may file and serve papers in reply to such opposition papers by no later than April 13, 2009;

FURTHER ORDERED that posting a copy of this Order, the Memorandum, and the above-mentioned declarations and exhibits attached thereto on the case website at www.InReVisaCheckMatsterMoneyAntitrustLitigation.com and at Lead Counsel's website at www.ConstantineCannon.com and mailing such papers to all parties who have appeared in this or any related case on or before March 6, 2009 shall be deemed good and sufficient service thereof; and it is

FURTHER ORDERED that Lead Counsel shall file, on or before April 2, 2009, a declaration identifying the content of the information regarding the Securitization it discloses in trade periodicals, the dates of such disclosures, and the names of the periodicals utilized.

Dated: March 6, 2009
Brooklyn, NY

_____/s/_____
John Gleeson
United States District Judge